

TransEnterix, Inc.

Compensation Committee Charter

A. Organization

This Charter governs the operations of the Compensation Committee (the “**Committee**”) of TransEnterix, Inc. (the “**Company**”). The members of the Committee, including the chair of the Committee shall be members of, and appointed by, the Board of Directors of the Company (the “**Board**”). The Committee shall have at least three members (as determined by the Board from time to time), each of whom are independent in accordance with the (i) compensation committee requirements of the NYSE MKT Company Guide (the “**NYSE MKT Rules**”); (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and (iii) outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the transition and smaller reporting company-related NYSE MKT Rules may be applied, as applicable, by the Committee and Board in assessing compliance with the applicable NYSE MKT Rules. The Committee may form and delegate authority to subcommittees when appropriate, including to management as authorized under Delaware law.

B. Purpose

The principal purposes of the Committee are to discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations, and to assist the Board in administering the Company’s equity compensation plans for its directors, employees and consultants.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

C. Meetings

The Committee shall meet as often as deemed necessary or appropriate, in its judgment, to discharge its duties and responsibilities. Meetings of the Committee may be held in-person or via telephonic conference, and at such times and places as the Committee determines. A majority of the members constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval in writing. Any member of the Committee may call a meeting of the Committee upon due

notice to each other member at least 48 hours prior to the meeting. Notice by electronic mail shall be sufficient notice.

The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate to attend meetings of the Committee.

The Chief Executive Officer ("CEO") may not be present during any portion of any meeting of the Committee during which matters relating to his or her own compensation are discussed, deliberated or voted upon.

The Committee shall maintain written minutes of its meetings and shall promptly inform the Board of the actions taken and matters discussed at its meetings. This communication will generally take place at the Board meeting following a Committee meeting.

D. *Duties and Responsibilities*

The Committee shall be primarily responsible for:

- evaluating the CEO's performance and setting the CEO's compensation based on this evaluation;
- reviewing and approving the compensation of executive officers and other key officers of the Company;
- considering, during its evaluation of CEO and other executive officer compensation, the results of the most recent stockholder advisory vote on executive compensation, if and when required by the applicable securities laws, rules and regulations;
- reviewing and approving incentive compensation plans and equity-based plans for which directors, executive officers and/or other key officers of the Company are eligible participants;
- determining awards of stock pursuant to any of the Company's equity-based plans now or in the future in effect and exercising such other power and authority as may be permitted or required under such plans;
- reviewing from time to time and making recommendations to the Board regarding the compensation of non-employee directors;
- reviewing and discussing with management the Company's Compensation Discussion and Analysis included in the Company's annual proxy statement, if present;

- **Oversight of the Company’s compliance with and disclosure under compensation-related regulations promulgated under the U.S. securities laws, including the Dodd-Frank Act; and**
- producing a report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rule and regulations of the SEC and any other applicable rules and regulations.

The Committee shall review and assess this Charter annually and submit any proposed amendments to the Board for approval.

E. Advisors and Funding

The Committee shall have the authority, at the expense of the Company, to retain such legal, accounting and other advisors and consultants as it shall deem appropriate without board or management approval. The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor that it prefers, including advisors that are not deemed independent, after considering the factors specified in the NYSE MKT Rules. Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities for which no disclosure is required under the applicable SEC rules and NYSE MKT Rules: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

The Committee shall have the authority to determine the amount of funding as is necessary as appropriate for the Committee to carry out its duties.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

F. Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

Revised by the Compensation Committee on: October 25, 2016

Ratified by the Board of Directors on: October 26, 2016